



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

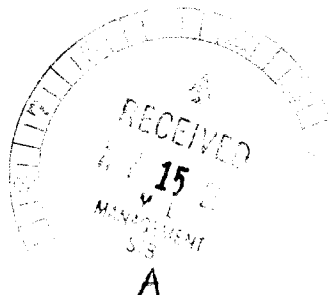
November 14, 2000

RECORDATION NO. **22583-A** FILED

NOV 20 '00 12-42 PM

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

TS
SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 7, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22583 on December 8, 1999.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Riverside Grain Company, Inc.
1723 South 15th Street
Vincennes, IN 47591

A description of the railroad equipment covered by the enclosed document is twenty (20) 4750 cubic foot covered hopper cars equipped with gates and trough hatches with car numbers FURX 824001-824748, non-inclusive.


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Riverside Grain Company, Lessee, covering 20 4750 cubic foot covered hopper cars equipped with gates and trough hatches with car number FURX 824001-824748, non-inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(RIGC002)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of July, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Riverside Grain Company, Inc. ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 30, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 26, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
 Name: K.A. DOMBROWSKI
 Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
 Name: RICHARD F. SEYMOUR
 Title: Vice President Sales & Marketing

Executed on this 7th day of July, 2000.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of July, 2000.

Susan Grokulsky
 Notary Public

My Commission Expires:

8-14-2000
 (Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

RIVERSIDE GRAIN COMPANY, INC.

By: W. Pat Traylor

Name: _____

Title: President

ATTEST:

By: Thomas N. Thylor

Name: _____

Title: VICE - President

Executed on this 28th day of June, 2000.

[CORPORATE SEAL]

STATE OF Indiana

COUNTY OF Knob

I, Philip E Mangin, a Notary Public of the County and State aforesaid, certify that W Pat Traylor personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of June, 2000.

Philip E Mangin
Notary Public

Commission Expires:

6-13-08
(Notary Public)

EXHIBIT A
TO
MEMORANDUM OF LEASE

DESCRIPTION OF CARS: Twenty (20) 4750 cubic foot covered hopper cars, equipped with gates and trough hatches

CAR NUMBERS: See below:

FURX	824001	FURX	824339
FURX	824010	FURX	824343
FURX	824034	FURX	824356
FURX	824038	FURX	824386
FURX	824105	FURX	824389
FURX	824124	FURX	824416
FURX	824127	FURX	824423
FURX	824130	FURX	824654
FURX	824138	FURX	824655
FURX	824164	FURX	824748
		Count:	15